

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

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In re:

PROMESA  
Title III

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO,  
et al.,

(Jointly Administered)

Debtors.<sup>1</sup>

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OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION FOR  
PROFESSIONAL SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES FOR THE  
FOURTH COMPENSATION PERIOD FROM JUNE 12 THROUGH SEPTEMBER 30, 2018

This matter coming before the Court on the interim fee applications (together  
Docket Entry Nos. 2868, 2870, 2872, 2876, 2874, 3568, 3575, 3578, 3579, 3581, 4336, 4324,  
4393, 4262, 4306, 4309, 4311, 4317, 4333, 4497, 4260, 4326, 4325, 4329, 4323, 4321, 4267,  
4271, 4320, 4269, 4272, 4274, 4261, 4268, 4300, and 4368 in Case No. 17-3283, Docket Entry  
No. 355 in Case No. 17-3284, Docket Entry No. 348 in Case No. 17-3566, Docket Entry Nos.

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

530 and 533 in Case No. 17-3567, and Docket Entry Nos. 1029 and 1032 in Case No. 17-4780, the “Applications”) indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “Compensation Periods”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (Docket Entry No. 1150 in Case No. 17-3283, the “Interim Compensation Order”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (Docket Entry No. 1715 in Case No. 17-3283, the “First Amended Interim Compensation Order”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (Docket Entry No. 3269 in Case No. 17-3283, the “Second Amended Interim Compensation Order”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* (Docket Entry No. 1416 in Case No. 17-3283, the “Fee Examiner Order”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* (Docket Entry No. 3324 in Case No. 17-3283, the “First Amended Fee Examiner Order”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications (see Docket Entry No. 5409 in Case No. 17-3283); and the Court finding that:

- (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and
- (b) notice of the Applications and the hearing thereon being adequate under the circumstances;

and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications, and no objections having been filed; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, to the extent set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s supplemental report, the interim fee applications listed on Exhibit B of the supplemental report (Docket Entry Nos. 2751, 2755, 3564, 3658, 3571, 3590, 3576, 3582, 3588, 4020, 4279, 4280, 4284, 4292, 4287, 4313, 4823, 4297, 4232, 4240, 4298, 4283, 4286, 4288, 4327, 4316, 4277, 4358, 4263, 4265, and 4897 in Case No. 17-3283 and Docket Entry No. 1048 in Case No. 17-4780) remain adjourned for consideration at a later hearing date.

Dated: March 14, 2019

/s/ Laura Taylor Swain  
LAURA TAYLOR SWAIN  
United States District Judge